

Jean L. Kiddoo
 Jeffrey R. Strenkowski
 jean.kiddoo@bingham.com
 jeffrey.strenkowski@bingham.com

February 21, 2013

Via Overnight Delivery

Marlene H. Dortch, Secretary
 Federal Communications Commission
 Wireline Competition Bureau Applications
 P.O. Box 979091
 St. Louis, MO 63197-9000

Re: *In the Matter of the Joint Application of AmericaTel Corporation, ("Licensee"), Matrix Telecom, Inc., ("Licensee") Matrix Telecom of Virginia, Inc. ("Licensee"), EnergyTRACS Acquisition Corp. ("Transferor") and Impact Telecom, Inc. ("Transferee") for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete an Indirect Transfer Control of Domestic Section 214 Licensees*

Dear Ms. Dortch:

On behalf of AmericaTel Corporation ("AmericaTel"), Matrix Telecom, Inc. ("Matrix"), Matrix Telecom of Virginia, Inc. ("Matrix-VA"), EnergyTRACS Acquisition Corp. ("EnergyTRACS") and Impact Telecom, Inc. ("Impact") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for approval of the transfer of control of AmericaTel, Matrix and Matrix-VA from EnergyTRACS to Impact.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer applications ("Combined Application"). Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,050.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
 Jeffrey Strenkowski

Counsel for Applicants

Beijing
 Boston
 Frankfurt
 Hartford
 Hong Kong
 London
 Los Angeles
 New York
 Orange County
 San Francisco
 Santa Monica
 Silicon Valley
 Tokyo
 Washington

Bingham McCutchen LLP
 2020 K Street NW
 Washington, DC
 20006-1806

T +1.202.373.6000
 F +1.202.373.6001
 bingham.com

JANUARY 2003

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No <u>2</u> of <u>3</u>		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME EnergyTRACS Acquisition Corp.		
(14) STREET ADDRESS LINE NO. 1 360 North Crescent Drive		
(15) STREET ADDRESS LINE NO. 2 South Building		
(16) CITY Beverly Hills	(17) STATE CA	(18) ZIP CODE 90210
(19) DAYTIME TELEPHONE NUMBER (include area code) (310) 712-1850	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0017-3556-45	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No. 3 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Impact Telecom, Inc.

(14) STREET ADDRESS LINE NO. 1

9250 Costilla Ave.

(15) STREET ADDRESS LINE NO. 2

Suite 400

(16) CITY

Greenwood Village

(17) STATE

CO

(18) ZIP CODE

80112

(19) DAYTIME TELEPHONE NUMBER (include area code)

(303) 779-5700

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0013-6194-08

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

Joint Application of)	
)	
AmericaTel Corporation, <i>Licensee</i>)	
Matrix Telecom, Inc., <i>Licensee</i>)	
Matrix Telecom of Virginia, Inc., <i>Licensee</i>)	
EnergyTRACS Acquisition Corp., <i>Transferor</i>)	WC Docket No. _____
)	
and)	and
)	
Impact Telecom, Inc., <i>Transferee</i>)	IBFS File No. _____
)	
For Approval of the Indirect Transfer of Control)	
of AmericaTel Corporation, Matrix Telecom, Inc.)	
and Matrix Telecom of Virginia, Inc. from)	
EnergyTRACS Acquisition Corp. to Impact)	
Telecom, Inc.)	

JOINT DOMESTIC AND INTERNATIONAL 214 APPLICATION

AmericaTel Corporation (“AmericaTel”), Matrix Telecom, Inc. (“Matrix”), Matrix Telecom of Virginia, Inc. (“Matrix-VA”) (AmericaTel, Matrix and Matrix-VA collectively “Licensees”), EnergyTRACS Acquisition Corp. (“EnergyTRACS”), and Impact Telecom, Inc. (“Impact” and together with Licensees, EnergyTRACS and Impact, collectively “Applicants”), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval, or such authority as may be necessary or required to enable the parties to consummate a transaction involving the indirect transfer of control of Licensees from their corporate parent, EnergyTRACS, to Impact.

Applicants submit that Impact's acquisition of the Licensees will serve the public interest, convenience, and necessity. Although the proposed transaction will result in a change in the ultimate ownership of the Licensees, the Licensees will continue to hold the same authorizations and assets, and will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will have no effect on the rates, terms and conditions of service of the customers of the Licensees.

In support of this Application, Applicants state as follows:

I. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transaction (a) the Transferee (including its affiliates, as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than 10 percent (10%); (b) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants (or their affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b) because, as described more fully below, none of the exclusionary criteria set forth in Section 63.12(c) apply. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

II. DESCRIPTION OF THE APPLICANTS

A. AmericaTel Corporation (“AmericaTel”)

AmericaTel is a Delaware corporation with principal offices located at 433 E. Las Colinas Blvd., Suite 400, Irving, Texas 75039. Serving the needs of United States customers with connections to Latin America, the Caribbean, Canada, and Europe, AmericaTel provides international and domestic facilities-based and resold long distance services in 49 states. AmericaTel holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01. AmericaTel has also received authority under Section 214 of the Act to provide global facilities-based and resale services (FCC File Nos. ITC-214-19920512-00044, ITC-214-19920512-00045, ITC-93-160-TC, ITC-214-19940517-00162, ITC-214-19940922-00294, ITC-214-19960423-00165, ITC-214-19970312-00146, ITC-214-19970421-00220, ITC-ASG-20060420-00252 (assignment of ITC-214-19941020-00007 from AmericaSky Corporation), ITC-ASG-20090507-00203 (assignment of ITC-214-19890331-00002 and ITC-214-19970627-00354 from Startec Global Operating Company).

B. Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc.

Matrix is a corporation organized under the laws of the State of Texas, and Matrix-VA, a wholly owned subsidiary of Matrix, is a corporation organized in the Commonwealth of Virginia. The principal office for both Matrix and Matrix-VA is located at 433 E. Las Colinas Blvd., Suite 400, Irving, Texas 75039. Established in 1990, Matrix is a competitive provider of integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise customers. Matrix provides intrastate, interstate and international services throughout the United States, and Matrix-VA provides, either directly or indirectly through Matrix, intrastate, interstate and international long distance services in Virginia. Matrix is authorized to provide facilities-based and/or resold interexchange telecommunica-

tions service in all fifty states. Matrix is also authorized to provide competitive local exchange telecommunications services in the District of Columbia and all states except Alaska and Virginia. Matrix-VA is authorized to provide competitive local exchange and interexchange telecommunications services in Virginia.

Matrix and Matrix-VA hold blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01. Matrix has also received authority under Section 214 of the Act to provide global facilities-based and resale services (FCC File No. ITC-214-19980915-00644; ITC-ASG-20100319-00120 (assignment of ITC-214-19900713-00004, ITC-214-19930330-00053, ITC-214-19970415-00212 from Comtel Telecom Assets LP), ITC-ASG-20070413-00144 (assignment of ITC-214-19940830-00266 from Touch 1 Communications, Inc.); ITC-ASG-20070413-00143 (assignment of ITC-214-19980507-00300 from Trinsic Communications, Inc.), ITC-ASG-20050321-00150 (assignment of ITC-214-19960729-00351 from Global Crossing Telecommunications, Inc.); ITC-ASG-20040303-00200 (assignment of ITC-214-19980915-00644 from IE COM)).

C. EnergyTRACS Acquisition Corp.

EnergyTRACS is a Delaware corporation with principal offices located at 360 North Crescent Drive, South Building, Beverly Hills, California 90210. EnergyTRACS is a subsidiary of Platinum Equity, LLC ("Platinum"), and is the indirect corporate parent of the Licensees. Platinum is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution. In addition to the Licensees, Platinum

indirectly controls MegaPath Corporation, a leading nationwide provider of integrated voice and data communications.

D. Impact Telecom, Inc. (“Impact”)

Impact is a Nevada corporation with principal offices located at 9250 East Costilla Ave., Suite 400, Greenwood Village, Colorado 80112. Founded as a CLEC in 2004, and headquartered in the Denver Tech Center, Impact Telecom is a leader in the wholesale telecommunications market delivering flexible and effective solutions. Impact owns and operates a state-of-the-art network which carries billions of minutes every year. Impact’s fully redundant facilities are located in major carrier hotels in New York City, Los Angeles, Atlanta, Philadelphia and Dallas. This gives Impact the ability to interconnect with hundreds of providers from all over the world. Impact’s product suites are tailored for all sizes of CLECs, ILECs, cable companies, hosted VoIP providers, calling card companies, VoIP carriers, and other providers. Impact has developed industry-leading solutions and processes to deliver shorter installation intervals and quicker time-to-production. Impact offers multiple interconnection options including Private Ethernet, DS-3, and public Internet over a low-latency, multi-vendor, tier one IP backbone. Impact interconnects with carriers and service providers to fill the footprint gaps that are prevalent and challenging. Impact provides services to other carriers and it does not serve retail end users at this time.

Impact holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01. Impact has also received authority under Section 214 of the Act to provide global or limited global resale services (File No. ITC-214-20080219-00065). Impact is operated by a highly qualified management team, all of whom have extensive backgrounds in information technology, networking and computer industries, and therefore has the technical and managerial qualifications to acquire control of AmericaTel and Matrix.

III. DESCRIPTION OF THE TRANSACTION

On February 15, 2013, Impact, EnergyTRACS, and MTAC Holding Corporation, a Delaware corporation ("Parent"),¹ entered into a stock purchase agreement ("Agreement"). Pursuant to the Agreement, Impact will acquire control of Parent, and indirectly, AmericaTel and Matrix.² As a result, AmericaTel and Matrix will become indirect subsidiaries of Impact. Applicants therefore request authority to transfer indirect control of AmericaTel and Matrix to Impact. For the Commission's reference, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A hereto.

Following consummation of the proposed transaction, AmericaTel's and Matrix's customers will continue to receive service under the same rates, terms and conditions of service as they do today. The proposed transaction will not involve a change in any of the Licensees' FCC operating authority. Thus, the proposed transaction will be seamless and virtually transparent to their customers, and Applicants will comply with applicable notice and filing requirements with respect to any future changes in the name of the operating entities and terms service that may be made in the ordinary course of business.

¹ EnergyTRACs and Parent are holding companies, are not telecommunications service providers, and do not hold authority to provide telecommunications in any jurisdiction.

² In the event that the minority stockholder of AmericaTel has not transferred its AmericaTel stock to AmericaTel prior to the closing, AmericaTel will be merged with a newly created, wholly owned subsidiary of Impact, following which AmericaTel will be the surviving corporation. As such, AmericaTel would be acquired by Impact directly and will become a direct wholly-owned subsidiary of Impact. The acquisition of Matrix will not be affected by this alternative transaction structure and in both cases AmericaTel and Matrix will be controlled by Impact following the closing. A depiction of this alternative structure is set forth in the corporate organizational structure charts provided as Exhibit A hereto.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and the Transferee submits the following information requested in Section 63.18(h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Licensees:

AmericaTel Corporation	FRN: 0004059168
Matrix Telecom, Inc.	FRN: 0004333068
Matrix Telecom of Virginia, Inc.	FRN: 0019661495
433 E. Las Colinas Blvd.	
Suite 400	
Irving, Texas 75039	
Tel. 214-432-1447	

Transferor:

EnergyTRACS Acquisition Corp.	FRN: 0017355645
360 North Crescent Drive	
South Building	
Beverly Hills, California 90210	
Tel. 310-712-1850	

Transferee:

Impact Telecom, Inc.	FRN: 0013619408
9250 Costilla Ave.	
Suite 400	
Greenwood Village, Colorado 80112	
Tel. 303-779-5700	

(b) Government, State, or Territory Under the Laws of Which Each Applicant is Organized:

AmericaTel is a Delaware corporation.
Matrix is a Texas corporation
Matrix-VA is a Virginia corporation
EnergyTRACS is a Delaware corporation.
Impact is a Nevada corporation.

(c) Correspondence concerning this Application should be sent to:

Questions or inquiries concerning this Application may be directed to:

For Applicants:

Jean L. Kiddoo
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
jeffrey.strenkowski@bingham.com

with copies to:

and:

For AmericaTel and Matrix

For Impact

Aurora Ares
Assistant General Counsel
Matrix Telecom, Inc. and AmericaTel
Corporation
433 E. Las Colinas Blvd., Suite 400
Irving, TX 75039
214-254-3813 (Tel)
866-459-4442 (Fax)
aares@AmericaTel.com

Judith A. Riley
Regulatory Counsel
Telecom Professionals, Inc.
12316 Hidden Forest Blvd.
Oklahoma City, OK 73142
405-755-8177 (Tel)
405-755-8377 (Fax)
jriley@telecompliance.net

(d) Section 214 Authorizations:

EnergyTRACS does not hold any domestic or international Section 214 authority.

AmericaTel has received authority under Section 214 of the Act to provide global facilities-based and resale services (FCC File Nos. ITC-214-19920512-00044, ITC-214-19920512-00045, ITC-93-160-TC, ITC-214-19940517-00162, ITC-214-19940922-00294, ITC-214-19960423-00165, ITC-214-19970312-00146, ITC-214-19970421-00220, ITC-ASG-20060420-00252 (assignment of ITC-214-19941020-00007 from AmericaSky Corporation), ITC-ASG-20090507-00203 (assignment of ITC-214-19890331-00002 and ITC-214-19970627-00354 from Startec Global Operating Company). AmericaTel also holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01.

Matrix has received authority under Section 214 of the Act to provide global facilities-based and resale services (FCC File No. ITC-214-19980915-00644; ITC-ASG-20100319-00120 (assignment of ITC-214-19900713-00004, ITC-214-19930330-00053, ITC-214-19970415-00212 from Comtel Telcom Assets LP), ITC-ASG-20070413-00144 (assignment of ITC-214-19940830-00266 from Touch 1 Communications, Inc.); ITC-ASG-20070413-00143 (assignment of ITC-214-19980507-00300 from Trinsic Communications, Inc.), ITC-ASG-20050321-00150

(assignment of ITC-214-19960729-00351 from Global Crossing Telecommunications, Inc.); ITC-ASG-20040303-00200 (assignment of ITC-214-19980915-00644 from IE COM)). Matrix also holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01.

Matrix-VA holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01. To the extent Matrix-VA provides international services, it does so pursuant to the international Section 214 authority of its parent company, Matrix.

Impact has received authority under Section 214 of the Act to provide global or limited global resale services (File No. ITC-214-20080219-00065). Impact also holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01.

(h) Name, address, citizenship and principal business of any person or entity that owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent), and any interlocking directorates with a foreign carrier:

1. Pre-Transaction Direct Ownership of Licensees and EnergyTRACS

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in **Matrix Telecom of Virginia, Inc.:**

Name: Matrix Telecom, Inc.
Address: 433 E. Las Colinas Blvd, Suite 400, Irving, Texas 75039
Citizenship: U.S.
Principal Business: Telecommunications
Interest: 100% direct in Matrix-VA.

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in **Matrix Telecom, Inc. and AmericaTel Corporation:**

Name: MTAC Holding Corporation
Address: 360 North Crescent Drive, South Building, Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Holding Company
Interest: 100% Voting and Equity of Matrix and 95% Voting and Equity of AmericaTel.

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in **MTAC Holding Corporation:**

Name: EnergyTRACS Acquisition Corp.
Address: 360 North Crescent Drive, South Building, Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Holding Company

Interest: 100% Voting and Equity of MTAC (100% indirect in Matrix and Matrix-VA, and 95% indirect in AmericaTel)

The following entities holds a ten percent (10%) or greater direct or indirect equity ownership in **EnergyTRACS Acquisition Corp.:**

Name: Platinum Equity, LLC
Address: 360 North Crescent Drive, South Building, Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Investing
Interest: 100% Voting and Equity of EnergyTRACS (100% indirect in Matrix and Matrix-VA, and 95% indirect in AmericaTel)

The following individual ultimately owns or controls 100 percent of the membership units (equity and voting interest) in **Platinum Equity, LLC:**

Name: Tom T. Gores
Address: 360 North Crescent Drive, South Building
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Individual (100% indirect in Matrix and Matrix-VA, and 95% indirect in AmericaTel)

AmericaTel holds a license to provide telecommunications services in Canada, and is the corporate parent of Startec Global Holding Corporation and its direct subsidiary, Vancouver Telephone Company Limited ("Vancouver"), which also holds a license to provide telecommunications in Canada. The current interlocking officers and directors of the Licensees are:

Eva M. Kalawski (Director, Vice President and Secretary of AmericaTel, Matrix, Matrix-VA and Vancouver)

Jerry Ou (President of AmericaTel, Matrix, Matrix-VA, and Vancouver)

Michael Simpson (Chief Financial Officer of AmericaTel, Matrix, Matrix-VA and Vancouver)

Robert J. Joubran (Vice President and Treasurer of AmericaTel, Matrix, Matrix-VA and Vancouver)

Mary Ann Sigler (Vice President of AmericaTel, Matrix, Matrix-VA and Vancouver)

Stephen T. Zollo (Vice President of AmericaTel, Matrix, Matrix-VA)

Sally A. Ward (Assistant Secretary of AmericaTel, Matrix, Matrix-VA and Vancouver)

Dawn Walloch (Assistant Treasurer of AmericaTel, Matrix, Matrix-VA)

2. Pre-Transaction Direct Ownership of Impact

The following individuals hold a ten percent (10%) or greater direct or indirect equity ownership in **Impact Telecom, Inc.:**

Name: Robert Beaty
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 41% direct in Impact.

Name: Chuck Griffin
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 15% direct in Impact.

Name: William Beaty
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 11% direct in Impact.

Name: Jason McKesson
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 15% direct in Impact.

Name: Doug Funsch
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 15% direct in Impact.

To applicant's knowledge, no other person or entity holds a ten percent (10%) or greater direct or indirect equity ownership in Impact Telecom, Inc. Impact is not a foreign carrier, is not affiliated with any foreign carrier, and has no interlocking officers or directors with a foreign carrier.

3. Post-Transaction Ownership of Applicants

Following the consummation of the transaction, the following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in **Matrix Telecom of Virginia, Inc.:**

Name: Matrix Telecom, Inc.
Address: 433 E. Las Colinas Blvd, Suite 400, Irving, Texas 75039
Citizenship: U.S.
Principal Business: Telecommunications
Interest: 100% direct in Matrix-VA.

Following the consummation of the transaction, the following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in **Matrix Telecom, Inc.** and **AmericaTel Corporation**:

Name: MTAC Holding Corporation
Address: 360 North Crescent Drive, South Building, Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Holding Company
Interest: 100% Voting and Equity of Matrix and 100% Voting and Equity of AmericaTel.³

Following the consummation of the transaction, the following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in **MTAC Holding Corporation**:

Name: Impact Telecom, Inc.
Address: 8250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Telecommunications
Interest: 100% Voting and Equity of Matrix and 100% Voting and Equity of AmericaTel.

Following the consummation of the transaction, the following individuals and entities will hold a ten percent (10%) or greater direct or indirect equity ownership in **Impact Telecom, Inc.**:

Name: Robert Beaty
Address: 8250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 41% direct in Impact and indirect in Licensees.

Name: Chuck Griffin
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 15% direct in Impact and indirect in Licensees.

Name: William Beaty
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112

³ As discussed in footnote 2, should AmericaTel be obtained through a separate merger transaction, AmericaTel will be a directly held subsidiary of Impact rather than an indirectly held subsidiary (through MTAC Holding Corporation). In either case, Impact will hold 100% of the ownership of AmericaTel (either directly or indirectly).

Citizenship: U.S.
Principal Business: Individual
Interest: 11% direct in Impact and indirect in Licensees.

Name: Jason McKesson
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 15% direct in Impact and indirect in Licensees.

Name: Doug Funsch
Address: 9250 Costilla Ave., Suite 400, Greenwood Village, CO 80112
Citizenship: U.S.
Principal Business: Individual
Interest: 15% direct in Impact and indirect in Licensees.

(i) Foreign Carrier Affiliations:

AmericaTel is an American company that holds a telecommunications license in Canada. Vancouver Telephone Company Limited ("Vancouver") is an indirect subsidiary of AmericaTel, and holds a telecommunications license in Canada. These licenses and foreign carrier affiliations will not be changed as a result of the transaction. As a result of the transaction, Impact will become affiliated with the above-referenced foreign carriers.

(j) Destination Country Certifications:

Impact certifies that through its acquisition of the Licensees, it does not seek to provide international telecommunications services to any destination country where:

- (1) Transferee is a foreign carrier in that country; or
- (2) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of the Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

However, the Applicants certify that they are affiliated with foreign carriers (AmericaTel and Vancouver). AmericaTel and Vancouver provide telecommunications services in Canada.

(k) Applicants certify that Canada, the country referenced in paragraph (j) above, is a Member of the World Trade Organization (“WTO”). AmericaTel and Vancouver, the foreign carriers listed in paragraph (j), are not on the Commission’s List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets. In addition, AmericaTel and Vancouver, the foreign carriers listed in paragraph (j), offer services in competition with dominant foreign carriers and other carriers in Canada.

(l) Applicants may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where they have a foreign carrier affiliation. As demonstrated above and because AmericaTel and Vancouver lack 50 percent market share in the international transport and the local access markets on the foreign end of the route, Applicants should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(3).

(m) Applicants qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because they are not foreign carriers and, as demonstrated above in paragraph (k), their affiliation is with non-dominant foreign carriers in a country that is a Member of the WTO.

(n) The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853(a); *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) and 63.18(p) of the Commission's Rules, because subsequent to consummation of the proposed transaction, Transferee (and its affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their affiliates) are dominant with respect to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully above.

IV. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in Section III above.

(a)(7) EnergyTRACS does not provide telecommunications services. The Licensees jointly offer domestic (local and/or long distance) telecommunications services in all fifty (50) states and the District of Columbia. Impact provides communications services in the following states: California, Colorado, Georgia, Illinois, Indiana, Kentucky, Maryland, Massachusetts, Michigan, Missouri, North Carolina, North Dakota, New Jersey, New Mexico, Nevada, New York, Ohio, Oregon, Pennsylvania, South Carolina, South Dakota, Texas, Utah, Virginia, Vermont, Washington, West Virginia, Wisconsin, and Wyoming.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, EnergyTRACS will not provide telecommunications services, and the Licensees and Impact will have a market share in the interstate, interexchange market of less than 10 percent, and will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Applicants do not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) **Public Interest Statement.** Applicants submit that the transaction described herein will serve the public interest, convenience, and necessity. Under new ownership, the Licensees will continue to provide high-quality telecommunications services to U.S. consumers, while gaining access to the resources and operational expertise of Impact. With the backing of Impact, the transfer of control will give the Licensees the ability to become stronger competitors, to the ultimate benefit of consumers.

The transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and

conditions of services currently provided by the Licensees to their customers will not change as a result of the transaction. The transaction will be seamless and transparent to customers and the Licensees will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions as a result of the transaction (future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements). The transaction would merely replace the Licensees' existing ownership with another, and would not eliminate any competitive operator in the U.S. market.

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of indirect ownership of Licensees to Impact.

Respectfully submitted,



By: _____

Jean L. Kiddoo
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001
jean.kiddoo@bingham.com
jeffrey.strenkowski@bingham.com

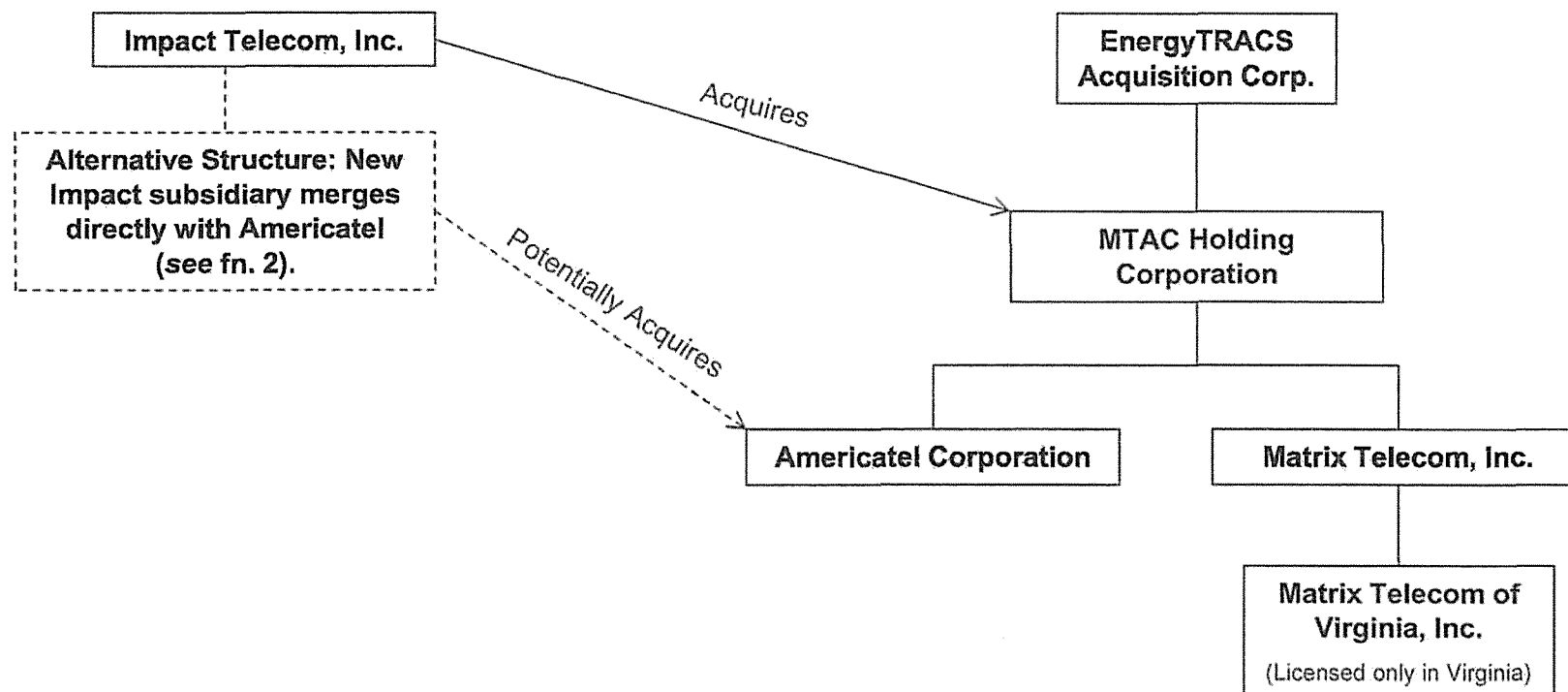
COUNSEL FOR APPLICANTS

Dated: February 21, 2013

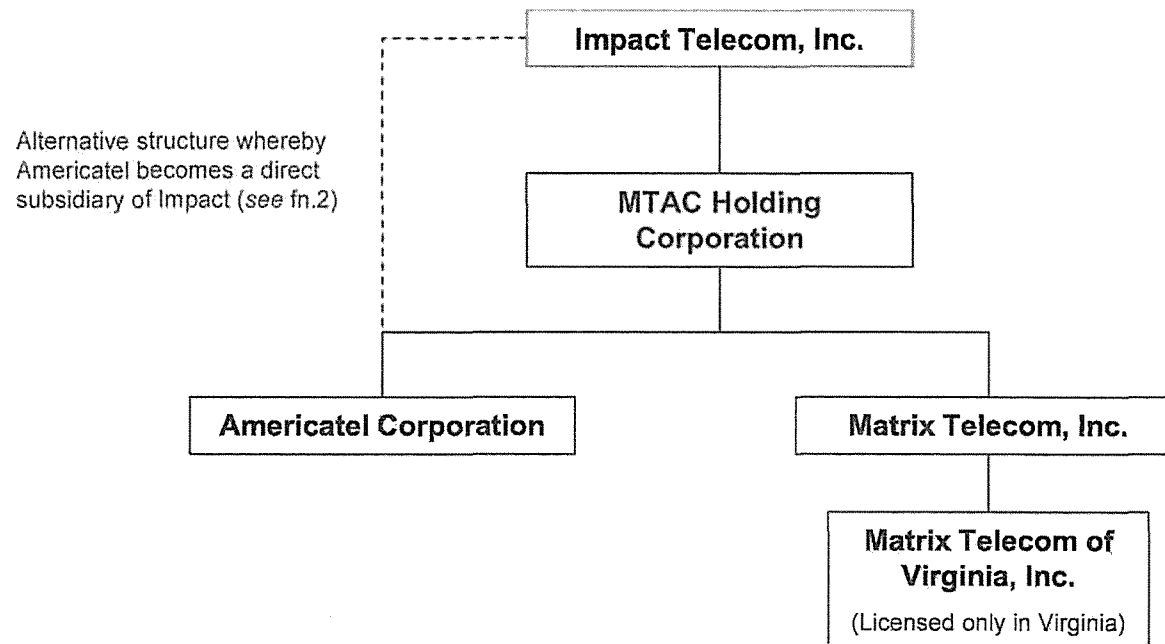
EXHIBIT A

Pre- and Post-Transaction Corporate Structure Charts

Pre-Transaction Corporate Structure



Post-Transaction Corporate Structure



VERIFICATIONS

STATE OF TEXAS

COUNTY OF DALLAS

§
§
§

ss:

VERIFICATION

I, Michael W. Simpson, state that I am Chief Financial Officer of Americatel Corporation (“Americatel”) and Matrix Telecom, Inc. (“Matrix”) and their subsidiaries (collectively, the “Companies”); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.


Michael W. Simpson
Chief Financial Officer of
Americatel Corporation and Matrix Telecom, Inc.

Sworn and subscribed before me this 15 day of February, 2013.


Notary Public

My commission expires 12/5/16

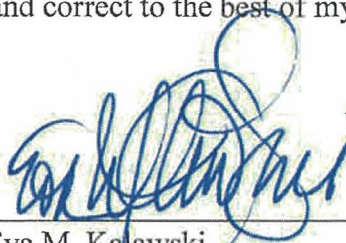


STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

§
§ SS:
§

VERIFICATION

I, Eva M. Kalawski, being duly sworn, deposes and say that I am Vice President and Secretary of EnergyTRACS Acquisition Corp. ("EnergyTRACS"); that I am authorized to make this Verification on behalf of EnergyTRACS that the foregoing filing was prepared under my direction and supervision; and that the contents concerning EnergyTRACS are true and correct to the best of my knowledge, information, and belief.



Eva M. Kalawski
EnergyTRACS Acquisition Corp.

CERTIFICATE OF ACKNOWLEDGMENT OF NOTARY PUBLIC

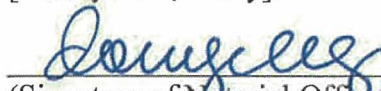
State of California
County of Los Angeles

On February 19, 2013 before me, the undersigned notary public, personally appeared Eva M. Kalawski, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Notary Seal, if any]:



(Signature of Notarial Officer)



Notary for the State of California

My commission expires: November 11, 2016

STATE OF COLORADO
COUNTY OF ARAPAHOE

§
§ ss:
§

VERIFICATION

I, Robert Beaty, state that I am President of Impact Telecom, Inc.; that I am authorized to make this Verification on behalf of Impact Telecom, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Robert Beaty
President
Impact Telecom, Inc.

Sworn and subscribed before me this 15 day of February, 2013.



Notary Public

My commission expires

02/17/2016

